

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NORTH CAROLINA  
GREENVILLE DIVISION

IN RE:

CAH ACQUISITION COMPANY 12, LLC  
d/b/a FAIRFAX COMMUNITY HOSPITAL,

Debtor.

Case No. 19-01697-5-JNC

Chapter 11

AFFIDAVIT OF ELIZABETH PUSEY IN SUPPORT OF ASSET SALE AND RURAL  
WELLNESS FAIRFAX, INC.'S DESIGNATION AS GOOD FAITH PURCHASER UNDER 11  
U.S.C. § 363(M).

I, Elizabeth Pusey, M.D., being duly sworn, hereby deposes and says under penalty of perjury that  
the foregoing is true and correct:

1. I am of the age of majority and have never been convicted of a felony.
2. I am the President of Rural Wellness Fairfax, Inc., an Oklahoma corporation ("Purchaser").

I am knowledgeable about and familiar with Purchaser's financial affairs, and I am authorized to submit  
this Affidavit on behalf of Purchaser.

3. Except as otherwise indicated herein, the facts set forth in this Affidavit are based upon my  
personal knowledge, my review of relevant documents, information provided to me by counsel, information  
provided to me by the Trustee for the above captioned bankruptcy case, or my opinion based upon my  
experience, knowledge and information concerning Purchaser's finances. If called upon to testify, I would  
testify to the facts set forth in this Affidavit.

4. Through the *Motion for (I) an Order (A) Establishing Bidding Procedures, (B) Approving  
Form and Manner of Notices, (C) Scheduling Hearing to Consider Final Approval of Sale and Treatment  
of Executory Contracts and Unexpired Leases and, (D) Granting Related Relief, and (II) an Order (A)  
Approving Sale Free and Clear of all Liens, Claims, Interests, and Encumbrances, (B) Authorizing  
Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting  
Related Relief* [Doc. No. 330] (the "Motion"), Thomas W. Waldrep, Jr., the duly appointed Chapter 11  
Trustee in the above captioned bankruptcy case (the "Trustee") seeks to sell substantially all of the assets

of the above captioned debtor (the "Debtor"). The Trustee determined that Purchaser was the "Successful Bidder" as contemplated by that certain sale procedures order entered by the Court on November 27, 2019 [Doc. No. 351] (the "Sale Procedures Order") subsequent to an auction conducted on December 19, 2019.

5. Neither I nor Purchaser are an "insider" as the term is defined under 11 U.S.C. § 101 of the Debtor, Trustee or any other party known to have submitted a bid for the Debtor's assets (collectively, the "Competing Bidders", with each a "Competing Bidder").

6. Further, neither I nor Purchaser acted in concert or colluded with any Competing Bidder in regard to the purchase of any of the Debtor's assets.

7. The terms of the agreement and related documents providing for the sale of substantially all of the Debtor's assets were negotiated at arms-length between Purchaser and Trustee.

8. Any bids or negotiations by Purchaser concerning the sale of substantially all of the Debtor's assets were undertaken in good faith.

FURTHER AFFIANT SAYETH NOT.

*[Signature follows on next page.]*



DATED: January 15, 2020.

Elizabeth Pusey M.D.  
Elizabeth Pusey, M.D.

STATE: CA

COUNTY: Orange

I, the undersigned notary public, certify that Elizabeth Pusey, M.D. personally appeared before me this day and acknowledged to me that she voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated.

Date: JAN 15, 2020

Notary Signature: Jill Bernshaw, Notary Public

Printed Name: Jill Bernshaw, Notary Public

Commission expires: 06-13-2020

NOTARY SEAL:



Pls. see attached CA Ack

**CALIFORNIA ACKNOWLEDGMENT**

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Orange

On JAN 15, 2020 before me, Jill Benhouse Notary Public  
Date Here Insert Name and Title of the Officer

personally appeared Elizabeth Pusey  
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Place Notary Seal and/or Stamp Above

Signature Jill Benhouse Notary Public  
Signature of Notary Public

**OPTIONAL**

Completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

**Description of Attached Document**

Title or Type of Document: US Bankruptcy Affidavit

Document Date: JAN 15 2020 Number of Pages: 4

Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: Elizabeth Pusey

☒ Corporate Officer – Title(s): President

☐ Partner – ☐ Limited ☐ General

☐ Individual ☐ Attorney in Fact

☐ Trustee ☐ Guardian or Conservator

☐ Other: \_\_\_\_\_

Signer is Representing: Rural Wellness

Fair Tax Inc.

Signer's Name: \_\_\_\_\_

☐ Corporate Officer – Title(s): \_\_\_\_\_

☐ Partner – ☐ Limited ☐ General

☐ Individual ☐ Attorney in Fact

☐ Trustee ☐ Guardian or Conservator

☐ Other: \_\_\_\_\_

Signer is Representing: \_\_\_\_\_

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**CAH ACQUISITION COMPANY 12,  
LLC, d/b/a FAIRFAX COMMUNITY  
HOSPITAL,**

**Debtor.**

**Case No. 19-01697-5-JNC**

**Chapter 11**

**CERTIFICATE OF SERVICE**

The undersigned does hereby certify that a copy of **AFFIDAVIT OF ELIZABETH PUSEY IN SUPPORT OF ASSET SALE AND RURAL WELLNESS FAIRFAX, INC.'S DESIGNATION AS GOOD FAITH PURCHASER UNDER 11 U.S.C. § 363(M)** was served via electronic service through CM/ECF upon those who have registered for such service listed on **Exhibit A** on January 16, 2020.

This the 16 day of January, 2020.

**WALDREP LLP**

*/s/ Thomas W. Waldrep, Jr.*

Thomas W. Waldrep, Jr. (NC State Bar No. 11135)

James C. Lanik (NC State Bar No. 30454)

Jennifer B. Lyday (NC Bar No. 39871)

Francisco T. Morales (NC Bar No. 43079)

101 S. Stratford Road, Suite 210

Winston-Salem, NC 27104

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*Co-Counsel for the Trustee*



## **EXHIBIT A**

### **ELECTRONIC SERVICE VIA CM/ECF**

Rayford K. Adams, III on behalf of Debtor

Jason L. Hendren on behalf of Trustee Thomas W. Waldrep, Jr.

Rebecca F. Redwine on behalf of Trustee Thomas W. Waldrep, Jr.

Benjamin E.F.B. Waller on behalf of Trustee Thomas W. Waldrep, Jr.

James C. Lanik on behalf of Trustee Thomas W. Waldrep, Jr.

Jennifer B. Lyday on behalf of Trustee Thomas W. Waldrep, Jr.

Francisco T. Morales on behalf of Trustee Thomas W. Waldrep, Jr.

Thomas W. Waldrep, Jr. on behalf of Trustee Thomas W. Waldrep, Jr.

Marjorie K. Lynch on behalf of Bankruptcy Administrator Marjorie K. Lynch

Kirstin E. Gardner on behalf of Bankruptcy Administrator Marjorie K. Lynch

Brian Behr on behalf of Bankruptcy Administrator Marjorie K. Lynch

John Paul H. Cournoyer on behalf of Creditor Sun Finance, Inc., Creditor Paul L. Nusbaum, Creditor Steven F. White, and Interested Party Rural Community Hospitals of America, LLC

Lara S. Martin, Esquire, on behalf of Creditor, Beckman Coulter, Inc.

Sam G. Bratton, II on behalf of Debtor CAH Acquisition Company 12, LLC and Interested Party Doerner, Saunders, Daniel & Anderson, LLP

Brian R. Anderson on behalf of Health Care Ombudsman Suzanne Koenig

Nancy A. Peterman on behalf of Health Care Ombudsman Suzanne Koenig